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And Bank of America, N.A.*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
(Richmond Division)**

In re:)	Chapter 11
)	
CIRCUIT CITY STORES, INC., et al.,)	Case No. 08-35653 (KRH)
)	
Debtors.)	(Jointly Administered)
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)	
WELLS FARGO BANK, N.A.,)	
SUCCESSOR-BY-MERGER TO)	
WELLS FARGO BANK MINNESOTA,)	
N.A., AS TRUSTEE FOR THE)	
REGISTERED HOLDERS OF MERRILL)	
LYNCH MORTGAGE INVESTORS, INC.)	
MORTGAGE PASS-THROUGH)	
CERTIFICATES, SERIES 1998-C1-CTL,)	
AND BANK OF AMERICA, N.A.,)	
SUCCESSOR BY MERGER TO)	
LASALLE BANK, N.A., AS TRUSTEE)	
FOR THE REGISTERED HOLDERS OF)	
GMAC COMMERCIAL MORTGAGE)	
SECURITIES, INC. MORTGAGE)	
PASS-THROUGH CERTIFICATES,)	
SERIES 1998-C2,)	
)	
Movant,)	
)	
v.)	
)	
CIRCUIT CITY STORES, INC.,)	
)	
Respondent.)	

ORDER

This matter having come before the Court on the Motion and Supporting Memorandum of Wells Fargo Bank, N.A., successor-by-merger to Wells Fargo Bank Minnesota, N.A., in its capacity as Trustee for the Registered Holders of Merrill Lynch Mortgage Investors, Inc. Mortgage Pass-Through Certificates, Series 1998-C1-CTL (“Wells Fargo”) and Bank of America, N.A., Successor by Merger to LaSalle Bank, N.A., as Trustee for the Registered Holders of GMAC Commercial Mortgage Securities, Inc. Mortgage Pass-Through Certificates, Series 1998-C2 (“Bank of America”) (collectively, the “Trustees”), for the Entry of an Order determining that the automatic stay is inapplicable to the commencement and prosecution of certain mortgage foreclosure actions or, in the alternative, granting relief from the automatic stay pursuant to § 362(d)(2) of Title 11 of the United States Code §§ 101 *et seq.* to name Circuit City Stores, Inc. as a defendant in (i) a mortgage foreclosure action involving property located in Wichita, Kansas that Circuit City Stores, Inc. once leased from Wells Fargo’s mortgagor and (ii) a mortgage foreclosure action involving property located in Vestal, New York that Circuit City Stores, Inc. once leased from Bank of America’s mortgagor (the “Motion”) filed in the bankruptcy cases of the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), the Court finds that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(G); (iii) venue is proper in this Court pursuant to 28 U.S.C. § 1409; (iv) proper and adequate notice of the Motion and the opportunity for a hearing thereon has been given and no other or further notice is necessary; and (v) good and sufficient cause exists for the

granting of the relief requested in the Motion after having given due deliberation upon the Motion and the arguments presented at any hearing had thereupon. Therefore,

IT IS HEREBY ORDERED, ADJUDICATED, AND DECREED THAT:

1. The Motion is granted.
 2. Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Motion.
 3. The Court grants relief from the automatic stay pursuant to § 362(d)(2) of the Bankruptcy Code to permit the Trustees to: (a) notify Tenant of the Foreclosure Actions; (b) name Tenant as a defendant in the Foreclosure Actions solely to obtain a formal foreclosure and termination of record of the leasehold interest that Tenant has rejected with this Court's approval; (c) notify Tenant of any postponement or adjournment of the Foreclosure Action, if Tenant is entitled to such notice under applicable law; (d) respond to and defend itself to the extent Tenant or any other party challenges the Foreclosure Actions; and (e) take any other action required under the Loan Documents or applicable law to effectuate foreclosure on the Kansas Mortgage or the New York Mortgage or which is otherwise reasonably related to any of the foregoing (collectively, the "Foreclosure Remedies").
 4. Counsel for Tenant in the above captioned bankruptcy proceeding is hereby directed to accept service of the statutory notice as well as any petition, summons, complaint, notice of sale, or other pleading or notice required in connection with any of the Foreclosure Remedies.
 5. This Court retains jurisdiction to enforce and implement the terms and provisions of this Order and to resolve any and all disputes related thereto.
- ENTERED in Richmond, Virginia this ____ day of ____, 2009.

Kevin R. Huennekens
United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Rodney F. Page
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*Attorneys for Wells Fargo Bank, N.A. and
Bank of America, N.A.*

LOCAL BANKRUPTCY RULE 9022-1 CERTIFICATION

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the forgoing proposed order has been endorsed by or served upon all necessary parties by U.S. Mail, first class, postage prepaid, to all persons on the attached service list.

/s/ Rodney F. Page
Rodney F. Page

SERVICE LIST

<p>Circuit City Stores, Inc. 9950 Mayland Dr. Richmond, Virginia 23233 Attn: Reginald D. Hedgebeth <i>Debtor</i></p> <p>Circuit City Stores, Inc. 9950 Mayland Dr. Richmond, Virginia 23233 Attn: Daniel W. Ramsey <i>Debtor</i></p> <p>Daniel F. Blanks, Esq. Douglas M. Foley, Esq. McGuire Woods LLP 9000 World Trade Center 101 W. Main Street Norfolk, VA 23510 <i>Counsel for Debtor</i></p> <p>Dion W. Hayes, Esq. James S. Sheerin, Esq. Sarah Beckett Boehm, Esq. McGuire Woods LLP One James Center 901 E. Cary Street Richmond, VA 23219 <i>Counsel for Debtor</i></p> <p>Gregg M. Galardi, Esq. Skadden, Arps, Slate, Meagher & Flom, LLP One Rodney Square P.O.Box 636 Wilmington, DE 19899-0636 <i>Counsel for Debtor</i></p>	<p>Chris L. Dickerson, Esq. Skadden, Arps, Slate, Meagher & Flom, LLP 33 West Wacker Drive Chicago, IL 60606 <i>Counsel for Debtor</i></p> <p>Linda K. Myers, Esq. Kirkland & Ellis LLP 200 E. Randolph Drive Chicago, IL 60601 <i>Special Counsel for Debtor</i></p> <p>Robert Van Arsdale, Esq. Assistant U.S. Trustee Office of the U.S. Trustee 701 E. Broad Street, Suite 4303 Richmond, VA 23219</p> <p>Linda V. Tavenner, Esq. Tavenner & Beran, PLC 20 North Eighth Street Second Floor Richmond, VA 23219 <i>Counsel for the Official Committee of Unsecured Creditors</i></p> <p>Robert J. Feinsten, Esq. Pachulski Stang Ziehl & Jones LLP 780 Third Avenue, 26th Floor New York, NY 10017 <i>Counsel for the Official Committee of Unsecured Creditors</i></p>
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